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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 12, 1999

JOINT PETITION OF

AT&T CORP.

and

CASE NO. PUA990043

MEDIAONE GROUP, INC.

For Approval of Change of Control
of MEDIAONE TELECOMMUNICATIONS
OF VIRGINIA, INC.

ORDER FOR NOTICE AND COMMENT
AND EXTENDING TIME FOR REVIEW

On July 21, 1999, AT&T Corp. ("AT&T") and MediaOne Group, Inc. ("MediaOne"), (collectively, "the Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction whereby MediaOne will merge with and into Merger Sub, a wholly owned subsidiary of AT&T. MediaOne is the parent company of MediaOne Telecommunications of Virginia, Inc. ("MediaOne-VA"),¹ and thus the proposed transaction would result in AT&T acquiring indirect control of MediaOne-VA. Pursuant to § 56-88.1, the Commission has sixty (60) days in which to approve or disapprove such

¹ Pursuant to a Final Order dated December 19, 1996, in Case No. PUC960119, MediaOne Telecommunications of Virginia, Inc., was authorized to provide local telecommunications services and interexchange telecommunications services throughout the Commonwealth of Virginia.

petition and may extend that time for a period not to exceed an additional one hundred twenty (120) days.

We note that the issues involved in the joint petition are complex and will require additional time for review. As such, we are of the opinion that sixty (60) days is not sufficient time in which to investigate fully matters associated with the proposed merger. It is, therefore, appropriate to extend the period for review of issues under § 56-88.1 for a period up to one hundred twenty (120) days from the original sixty (60) day time period, or through January 17, 2000.

We are also of the opinion that public notice should be given and interested persons should have the opportunity to comment and request a hearing on the joint petition. Accordingly,

IT IS ORDERED THAT:

(1) The date for issuance of a final order in this proceeding is hereby extended for one hundred twenty (120) days from September 19, 1999, to January 17, 2000.

(2) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public who may obtain a copy of the joint petition, at no charge, by requesting it in writing from AT&T's counsel at the address detailed below.

(3) Any interested person wishing to comment on the joint petition shall, on or before October 6, 1999, address such written comments to: Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and refer to Case No. PUA990043.

(4) On or before October 6, 1999, any person desiring a hearing in this matter shall file a request for hearing in writing with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA990043. Any request for hearing shall detail reasons that such issues cannot be adequately addressed in written comments.

(5) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Wilma R. McCarey, Esquire, AT&T Communications of Virginia, Inc., 3033 Chain Bridge Road, Oakton, Virginia 22185, and James P. Campbell, Esquire, Vice President, Law and Public Policy, MediaOne Group, Inc., 7800 Belfort, Suite 270, Jacksonville, Florida 32256.

(6) The Commission Staff shall review the joint petition and shall file, on or before November 9, 1999, a report detailing the results of its investigation.

(7) The Petitioners shall respond to written interrogatories within ten (10) calendar days after receipt of same. Except as modified above, discovery shall be in accordance with Part VI of the Commission's Rules of Practice and Procedure.

(8) On or before September 15, 1999, the Petitioners shall publish the following notice as display advertising, not classified, twice a week for two (2) consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF AT&T CORP. AND
MEDIAONE GROUP, INC., FOR APPROVAL OF CHANGE
OF CONTROL OF MEDIAONE TELECOMMUNICATIONS OF
VIRGINIA, INC., CASE NO. PUA990043

AT&T Corp. ("AT&T") and MediaOne Group, Inc. ("MediaOne"), (collectively, "the Petitioners") filed a joint petition with the State Corporation Commission requesting approval of a proposed transaction which would result in MediaOne becoming a wholly owned subsidiary of AT&T. The joint petition, if approved, would result in AT&T acquiring indirect control of MediaOne Telecommunications of Virginia, Inc.

A copy of the above-referenced joint petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the joint petition, at no charge, by requesting a copy in writing from AT&T's counsel at the address noted below.

Comments on the joint petition must be submitted in writing to Joel H. Peck, Clerk,

State Corporation Commission, P.O. Box 2118, Richmond, Virginia 23218, on or before October 6, 1999. Requests for hearing must also be received by the Clerk on or before October 6, 1999. Requests for hearing shall state why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA990043. A copy of the comments or requests for hearing must also be sent to counsel for the Petitioners as follows: Wilma R. McCarey, Esquire, AT&T Communications of Virginia, Inc., 3033 Chain Bridge Road, Oakton, Virginia 22185, and James P. Campbell, Esquire, Vice President, Law and Public Policy, MediaOne Group, Inc., 7800 Belfort, Suite 270, Jacksonville, Florida 32256.

If no sufficient request for hearing is received, a formal hearing may not be held.

AT&T CORP. and MEDIAONE GROUP, INC.

(9) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(10) On or before November 24, 1999, the Petitioners and interested persons may file with the Clerk of the Commission any response to Staff's Report.

(11) On or before October 1, 1999, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (8) and (9).